

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
:
DELPHI CORPORATION et al. : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
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SUPPLEMENTAL AFFIDAVIT OF RANDALL S. EISENBERG IN SUPPORT OF THE
RETENTION OF FTI CONSULTING, INC. AS RESTRUCTURING AND FINANCIAL
ADVISORS TO THE DEBTORS

Randall S. Eisenberg, being duly sworn, deposes and states as follows:

1. 1. I am a Senior Managing Director with the firm of FTI Consulting, Inc.

(together with its wholly owned subsidiaries, agents, independent contractors, and employees, "FTI"). I submit this affidavit (the "Supplemental Affidavit")¹ to supplement my prior affidavit that was submitted in connection with FTI's retention in these chapter 11 cases. Unless otherwise stated in this Supplement Affidavit², I have personal knowledge of the facts set forth herein.

2. On October 8, 2005, the Debtors commenced these cases by filing voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code.

3. On October 8th, 2005, the Debtors filed an application to retain FTI as its Restructuring and Financial Advisors. In support of the application, FTI filed an affidavit executed by the undersigned on behalf of FTI in accordance with the applicable sections of the Bankruptcy Code (the "Original Affidavit").

¹ Unless otherwise defined herein, all capitalized terms shall have the meanings ascribed to them in the Application.

² Certain of the disclosures herein relate to matters within the personal knowledge of other professionals within FTI and are based upon information they have provided.

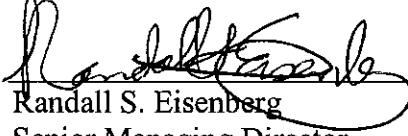
4. Since the filing of the Original Affidavit, the following has come to my attention:

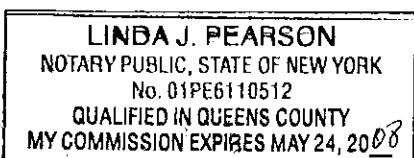
- a. Upon information and belief, FTI has provided and could reasonably be expected to continue to provide services to the parties set forth in Exhibit A. FTI's representation of these organizations is wholly unrelated to the Debtors and these Chapter 11 cases.
- b. Certain employees of FTI who are providing services to the Debtors may now or in the future provide services to other automotive suppliers, customers or associated parties-in-interest in matters wholly unrelated to the Debtors.

5. Insofar as I have been able to ascertain and subject to the disclosures herein and in my prior affidavit, FTI does not represent any interests adverse to the Debtors' estates and, to the best of my knowledge, remains a "disinterested person" as that term is defined in Section 101(14), as modified by Section 1107(b), of the Bankruptcy Code.

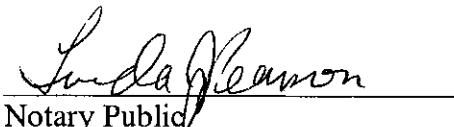
Dated: New York, New York
February 9, 2006

By:


Randall S. Eisenberg
Senior Managing Director



Sworn to and subscribed before me on
this 9 day of February 2006



Notary Public

Exhibit A

Delphi Corporation, et al. Relationship Check Summary

Name
Backer Botts LLP
Blue Square Funding Series 3
Boston Income Portfolio
Centurion CDO II, Ltd.
Citadel Hill 2000 Ltd.
Citicorp USA
Constellation NewEnergy
ELF Funding Trust I
Employers Insurance of Wausau
Endurance CLO I, Ltd.
Flagship CLO 2001-1
Flagship CLO II
High Income Portfolio
Highland Offshore Partners
IDS Life Insurance Company
ING Prime Rate Trust
ING Senior Income Fund
International Rectifier Corp.
Katonah II, Ltd.
Katonah III, Ltd.
KZH Pondview, LLC
KZH Soleil 2, LLC
KZH Soleil, LLC
Liberty Mutual Insurance Company
Lincoln National Life Insurance Company
Meridian Automotive Systems
Metal Forming Technologies, Inc.
Mizuho Corporate Bank, Ltd.
Mountain Capital CLO Trust II
Muirfield Trading, LLC
Nemean CLO, Ltd.
Oak Hill Credit Partners I, Ltd.
Oak Hill Securities Fund
PNC Bank Corporation
Post Opportunity Fund, LP
Principal Life Insurance Company
Putnam High Yield Advantage Fund
Race Point CLO, Ltd.
Redwood Master Fund, Ltd.
Rosemont CLO, Ltd.
RS Investment Management
Sankaty High Yield Partner II, LP
Satellite Senior Income Fund, LLC
Sequils Centurion V, Ltd.
Sequils ING HBDGM, Ltd.
Sequils Magnum, Ltd.
Sierra CLO I, Ltd.
Stanfield Arbitrage CDO, Ltd.
Tower Automotive, Inc.
Venture CDO 2002, Ltd.
Wooden & McLaughlin, LLP
Zurich Financial Insurance

Note: To the extent a listed entity has filed for Chapter 11, FTI may represent the Company or the Unsecured Creditors' Committee.